(6-02) form are not required to respond unless the form displays a currently valid OMB control number.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.





UNITED STATES SÉCURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL	
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OMB Number: 3235-0076 Expires: May 31, 2005 Estimated average burden hours per response . . .

SEC	USE O	NLY
Prefix		Serial
DATI	RECEI	/ED

Name of Offering (check if this is an amendment and name has changed, and indicate change.)
Promissory notes convertible and Warrants exercisable into Preferred Stock and Common Stock upon conversion thereof
File Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) ULOE
Type of Filing: New Filing Amendment
A. BASIC IDENTIFICATION DATA
1. Enter the information requested about the issuer
Name of Issuer (check if this is an amendment and name has changed, and indicate change.) BitPass, Inc.
Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)
3300 Hillview Ave, Suite 165, Palo Alto, CA 94304 (650) 354-1844
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices) Telephone Number (Including Area Code) PROCESSE
Brief Description of Business
Online Micropayment Service.
Type of Business Organization Corporation Under (please specify): THOMSON FINANCIAL
Actual or Estimated Date of Incorporation or Organization: Month Year
. CN for Canada; FN for other foreign jurisdiction) C A

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

2. Enter the information	requested for the foll	owing:			
 Each promoter of 	f the issuer, if the issu	er has been organized with	nin the past five years;		
		wer to vote or dispose, or	r direct the vote or dispos	sition of, 10% or	more of a class of equity
securities of the i					
		· ·	orporate general and manag	ging partners of pa	rtnership issuers; and
Each general and	managing partner of	<u> </u>			
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner	Executive Officer	□ Director	General and/or Managing Partner
Full Name (Last name first	, if individual)				
Huang, Kurt H.					•
Business or Residence Add	ress (Number and Str	reet, City, State, Zip Code)			
	•	te 165, Palo Alto, CA 94304			•
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first,	if individual)				
O'Donnell, Micha		× 1			
Business or Residence Add	ress (Number and Str	eet City State Zin Code)			· · · · · · · · · · · · · · · · · · ·
	`	e 165, Palo Alto, CA 94304			
Check Box(es) that	☐ Promoter	Beneficial Owner	Executive Officer	☐ Director	General and/or
Apply:					Managing Partner
Full Name (Last name first,	if individual)	• .	* .		
Kawasaki, Guy					
Business or Residence Add	ress (Number and Str	eet, City, State, Zip Code)			•
c/o Garage Techno	ology Ventures, 3300 H	Iillview Ave., Suite 150, Palo	Alto, CA 94304		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first,	if individual)	· · · · · · · · · · · · · · · · · · ·			
Dunn, Eric					
Business or Residence Add	ress (Number and Str	eet, City, State, Zip Code)			
	•	0 El Camino Real, Ste. 250,			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first,	if individual)		······································		
Graves, Matthew					
Business or Residence Add	ress (Number and Str	eet City State Zin Code)			
· ·		e 165, Palo Alto, CA 94304			
Check Box(es) that	☐ Promoter	Beneficial Owner	Executive Officer	Director	General and/or
Apply:		M Beneficial Owner	M Executive Officer	Director	Managing Partner
Full Name (Last name first,	if individual)				
Jun, Gyuchang	•				
Business or Residence Add	ress (Number and Str	eet, City, State, Zip Code)			
	anford, CA 94309-276				
Check Box(es) that Apply:	Promoter	Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first,	if individual)				
D • • • • • • • • • • • • • • • • • • •	01 1 1 7			<u> </u>	
Business or Residence Addr	ess (Number and Stre	eet, City, State, Zip Code)			
	(Use blank sl	neet, or copy and use add	itional copies of this sheet	t, as necessary.)	

A. BASIC IDENTIFICATION DATA

	·	A. DASIC IDENT	IFICATION DATA		
2. Enter the information	•	_			
-		uer has been organized with		-!-!£ 100/	
• Each beneficial of securities of the i		ower to vote or dispose, o	r direct the vote or dispos	sition of, 10% or	more of a class of equity
Each executive or	fficer and director of	corporate issuers and of co	orporate general and manag	ging partners of pa	rtnership issuers; and
Each general and	managing partner of	partnership issuers.			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first,	if individual)				
Garage Securities,	Inc. and affiliate				
Business or Residence Add	ress (Number and St	reet, City, State, Zip Code)			,
c/o Garage Techno	ology Ventures, 3300	Hillview Ave., Suite 150, Pal	o Alto, CA 94304		
Check Box(es) that Apply:	Promoter	Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first,	if individual)		· · · · · · · · · · · · · · · · · · ·		
Cardinal Ventures	s, LLC and affiliates				
Business or Residence Add	ress (Number and St o Real, Ste. 250, Menl				
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first,	if individual)			,	
Amicus Capital, L.	.P.				
Business or Residence Add	ress (Number and Street, Suite 234, San Fra				
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first,	if individual)				
Business or Residence Addr	ress (Number and Str	eet, City, State, Zip Code)			
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first,	if individual)				
Business or Residence Addr	ess (Number and Str	eet, City, State, Zip Code)			
Check Box(es) that Apply:	Promoter	Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first,	if individual)				
Business or Residence Addr	ess (Number and Str	eet, City, State, Zip Code)	. ,		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first,	if individual)				
Business or Residence Addr	ess (Number and Stre	eet, City, State, Zip Code)	 ;		
	(Use blank sh	eet, or copy and use addit	cional copies of this sheet,	as necessary.)	

					B. INFO	RMATION	ABOUT (OFFERING				
1. H	as the issue	sold or d	oes the iss	uer intend	to sell to	non-accredi	ted investor	s in this off	ering?			Yes No
11	110 10000	. Join, or u						ling under U	-	•••••••••••••••••••••••••••••••••••••••	**********	لسا لاعا
2. W	hat is the m	ւլություն ա	vestment t		-	•	-	-			\$N/A	\
~· **	THE IS SHE II		. comment t	*********************************	. accepted		arrauuli ;		***************************************		# <u>11/</u> F	
										•••••••		Yes No □ ⊠
or an de	similar rem associated	uneration person or re than fiv	for solicitation and solicition and solicition for solicition and solicition for solicition for solicition and solicition and solicition for solicition and solicitiis and solicition and	ation of public broker or	ırchasers i dealer regi	n connection stered with	n with sales the SEC an	of securitied of of securities described and	es in the offe state or state	or indirect ering. If a p es, list the na ou may set f	erson to be ame of the b	listed is roker or
Full Na	ame (Last na N/A	ıme first, if	individua	1)								
Busine	ss or Reside	nce Addre	ss (Numbe	r and Stre	et, City, St	ate, Zip Coo	de)					
Name o	of Associate	d Broker o	r Dealer									
States i	n Which Pe	rson Listed	Has Solid	cited or In	tends to So	licit Purcha	sers			 -		
(Che	ck "All Stat	es" or chec	k individu	al States)			•••••					☐ All States
[AL]			[AR]			[CT]	[DE]	[DC]	[FL]	[GA]		_ [ID]
		[AZ]	- , -	[CA]		[ME]					[HI]	[MO]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]		[MD]	[MA]	[MI]	[MN]	[MS]	
[MT]		[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full Na	me (Last na	me first, if	individual	l)					•			
Busines	ss or Reside	nce Addres	ss (Numbe	r and Stree	et, City, Sta	ate, Zip Coo	le)					·
Name o	f Associated	l Broker o	Dealer									
States in	n Which Per	rson Listed	Has Solic	ited or Int	ends to So	licit Purcha	sers	<u> </u>				
									•••••	***************************************		☐ All States
` .				ŕ								
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]			[FL]	[GA]	[HI]	[ID]
	[IN]									[MN]	[MS]	[MO]
[MT]		[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	r1	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full Na	me (Last na	me first, if	individual)								
Busines	s or Resider	nce Addres	s (Number	r and Stree	t. City Sta	ite. Zin Cod	le)					
240,1110	o or recorder	100 1100100	o (Transon	and Sirve	.i, Oity, Di	, 2.гр сос	,			•	4	
Name o	f Associated	Broker or	Dealer				· · · ·	<u> </u>				
	110 : 1 5	T			1 . ~ .							
	n Which Per											□ All States
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[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[H]	[ID]
[11]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
.[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[W]	[WY]	[PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		
	Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt	\$	\$
	Equity	\$	\$
	☐ Common ☐ Preferred		
	Convertible Securities (including warrants)	\$716,600.00	\$716,600.00
	Partnership Interests	\$	\$
	Other (Specify)	\$	\$
	Total	\$716,600.00	\$716,600.00
	Answer also in Appendix, Column 3, if filing under ULOE.	<u> </u>	
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		
			Aggregate
		Number Investors	Dollar Amount of Purchases
	Accredited Investors	9	\$716,600.00
	Non-accredited Investors	N/A	\$ N/A
	Total (for filings under Rule 504 only)	N/A	\$ N/A
:	Answer also in Appendix, Column 4, if filing under ULOE.		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.		
	Type of offering	Type of Security	Dollar Amount Sold
	Rule 505	N/A	\$ N/A
	Regulation A	N/A	\$ N/A
	Rule 504	N/A	\$ N/A
	Total	N/A	\$ N/A
١.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees	Г	! s
	Printing and Engraving Costs.		\
	Legal Fees.		\$TBD
	Accounting Fees) \$
	Engineering Fees	· ·	s
	Sales Commissions (specify finder's fees separately)		\$
	Other Expenses (identify)	<u> </u>]
	Tabl	L	l emph

	C. OFFERINGT	MICE, INDIVIDER OF INVESTORS, EX	I ENGES AND USE OF TROOP	EDS
	Question 1 and total expenses furnis	e aggregate offering price given in respons hed in response to Part C - Question 4.a. 1 r."	This difference is the	\$ 716,600.00
	used for each of the purposes show estimate and check the box to the	ljusted gross proceeds to the issuer used on. If the amount for any purpose is not keft of the estimate. The total of the payon the issuer set forth in response to Part of	mown, furnish an ments listed must	
			Payments Officers, Directors Affiliates	, & Payments To
	Salaries and fees		S	D \$
	Purchase of real estate			
	Purchase, rental or leasing and	nstallation of machinery and equipment	s	s
		buildings and facilities		
	offering that may be used in exc	ncluding the value of securities involved in hange for the assets or securities of anothe	<u></u>	s
	Repayment of indebtedness			s
	Working capital		ss	⊠ \$ <u>716,600.00</u>
	Other (specify):	ý .		
			1. 1 4	s
	· · · · · · · · · · · · · · · · · · ·			S716,600.00
	Total Payments Listed (column	totals added)		⊠ \$716,600.00
_		D. FEDERAL SIGNATURE		
llov	ring signature constitutes an underta	be signed by the undersigned duly authorized by the issuer to furnish to the U.S. Se issuer to any non-accredited investor pure.	ecurities and Exchange Commissi	on, upon written request
suer	(Print or Type)	Signature	Date	· · · · · · · · · · · · · · · · · · ·
tPa	ss, Inc.	Coto: 3	July _ 9 , 20	004
ame	or Signer (Print or Type)	Title of Signer (Print or Type)		
i.h.	nel O'Donnell	Chief Executive Officer		

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)